

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION**

IN RE STAR SCIENTIFIC, INC.
DERIVATIVE LITIGATION

This Document Relates to:

ALL ACTIONS

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:
: Lead Case No. 1:13-CV-550-AJT-JFA
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**DECLARATION OF KURT M. HEYMAN IN SUPPORT OF
NOMINAL DEFENDANT STAR SCIENTIFIC, INC.'S
MOTION TO DISMISS OR STAY PROCEEDINGS**

I, Kurt M. Heyman, declare as follows:

1. I make this declaration in support of Nominal Defendant Star Scientific Inc.'s Motion to Dismiss or Stay Proceedings.

2. I am a member in good standing of the Bar of the Supreme Court of the State of Delaware. I am a partner in the Wilmington, Delaware law firm of Proctor Heyman LLP. Our firm's practice focuses on corporate and commercial litigation and counseling relating to Delaware corporations and other business entities, including but not limited to corporate governance issues. Most of our litigation matters are before the Delaware Court of Chancery. We have been involved in numerous stockholder derivative suits, primarily representing directors, special litigation committees of boards of directors, or the nominal defendant corporations themselves. Among the companies we have represented in connection with derivative suits are Tyson Foods, Inc., Affiliated Computer Services, Inc., OmniVision Technologies, Inc., Lender Processing Services, Inc. and United States Cellular Corporation.

3. I have been retained by Star Scientific, Inc.'s new board of directors to represent the company in connection with this and related derivative actions pending in Virginia state courts. We are seeking a stay or dismissal of this derivative suit pending resolution of a related

consolidated securities class action also pending in this District in order to permit the new board to have an opportunity to investigate the claims in this action.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on Feb. 3, 2014


Kurt M. Heyman

CERTIFICATE OF SERVICE

I hereby certify that on the 3rd day of February 2014, I electronically filed the foregoing with the Clerk of Court using the CM/ECF system, which will send a notification of such filing (NEF) to the following:

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/s/ R. Scott Caulkins

R. Scott Caulkins